

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF PENNSYLVANIA

WILLIAM CASSEL, on behalf of himself and all)	
others similarly situated,)	Case No. 11-cv-7045
)	
Plaintiff,)	
)	
vs.)	
)	
ADOLOR CORPORATION, <i>et al.</i>)	
)	
Defendants.)	

**[PROPOSED] ORDER GRANTING EXPEDITED
PROCEEDINGS AND DISCOVERY.**

AND NOW, this _____ day of November, 2011, upon consideration of Plaintiffs' Emergency Motion for Expedited Proceedings and Discovery, and any response thereto, it is hereby ORDERED and DECREED that said Motion is GRANTED.

IT IS FURTHER ORDERED:

1. Defendants will produce the following discovery within three (3) days of the date of this Order:

a. The meeting minutes, including drafts of minutes and any handwritten notes taken at the meetings, with attachments and materials reviewed at the meetings, of the Company's Board of Directors and all committees thereof, insofar as the materials *relate to the proposed merger with Cubist* (or any other offer, merger or strategic transaction involving Adolor and/or a shareholder of Adolor), including employment agreements, stockholder agreements, voting agreements, stock options, materials regarding strategic alternatives, and drafts of merger agreements;

b. All materials given to, or received from, the Company's financial advisor relating to the proposed merger with Cubist or the potential acquisition of, or business combination with, any other possible acquirer of Adolor and/or shareholder of Adolor, including, but not limited to projections of the Company's future financial performance, and valuation of the Company's assets.

c. Monthly and quarterly executive and/or director packages, or any other document containing Adolor's historical and projected operations and financial performance, and valuation of the Company's assets.

d. All communications between Defendants, Defendants' financial advisor, Cubist, and/or any other entity expressing interest in acquiring Adolor, and all communications to or from Defendants, concerning any potential acquisition of Adolor or business combination with Cubist or any other entity.

e. All documents and/or agreements demonstrating current and anticipated affiliations and arrangements between Adolor, the Director Defendants, and Cubist, including any voting agreements, shareholder agreements, partnership agreements, licensing agreements, collaboration agreements, confidentiality agreements, common board memberships, common memberships in any business organization and/or any employment agreements.

2. Defendants will make available the following individuals for deposition within five (5) days of the production of documents:

- a) a person most knowledgeable with respect to the proposed transaction from Stifel Nicolaus Weisel;
- b) Michael R. Dougherty;
- c) David Madden;

- d) Armando Anido;
 - e) The person most knowledgeable at Cubist regarding the proposed merger.
- and;

3. Plaintiff shall file their motion for preliminary injunction on or before December 2, 2011. Defendants shall file their opposition thereto on or before December 4, 2011 by noon. The hearing on said preliminary injunction motion shall be for December 5, 2011 at _____am/pm, Courtroom No. ____.

BY THE COURT:

UNITED STATES DISTRICT COURT JUDGE